SEC 1972 (6-

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid

OMB control number. 02)

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

17

181

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVÁL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response... 1



FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY Prefix Serial DATE RECEIVED PROCESSED

NOV 18 2003

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply):

[X] Rule 504 [] Rule 505 [] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indiciate change.) Shotgun Solutions, Inc.

Address of Executive Offices

(Number and Street, City, State, Zip Code)

Telephone Number

3140 Dyer St. Suite 3381, Dallas TX 75275-3381

214-789-4407

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) - same

Brief Description of Business

Development of specialized patent pending sub-gauge shotgun ammunition.

Type of Business Organization	
[X] corporation	[] limited partnership, already formed [] other (please specify):
[] business trust	[] limited partnership, to be formed
Matter of San Line work, we will have a San Way against young distingt the work San San San San San San San Sa	Month Year
Actual or Estimated Date of Inco	poration or Organization: [04] [20]03] [X] Actual [] Estimated
Jurisdiction of Incorporation or O	rganization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [T] [X]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under <u>Regulation D</u> or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[X] Executive Officer	[X] Director [] General and/or Managing Partner
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	ce Address (Number and Street, 3381, Dallas, TX 75275-3381	City, State, Zip Cod	le)	
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Full Name (Last nam	e first, if individual) N/A			
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4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The

amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	(
Transfer Agent's Fees	[]\$0
Printing and Engraving Costs	
Legal Fees	• •
Accounting Fees	
Engineering Fees	
Sales Commissions (specify finders' fees separately)	
Other Expenses (identify)	
Total	
b. Enter the difference between the aggregate offering price given in r. C - Question 1 and total expenses furnished in response to Part C - Q difference is the "adjusted gross proceeds to the issuer."	suer mount o the left ed
above.	Payments to
	Officers,
	Directors, & Payments To Affiliates Others
Salaries and fees	[]\$\$
Purchase of real estate	[]\$\$_
Purchase, rental or leasing and installation of machinery and equipment	[]\$
Construction or leasing of plant buildings and facilities	[]\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$
Repayment of indebtedness	[]\$
Working capital	[]\$ <u></u> 48950
Other (specify):	[]\$
	[]\$
Column Totals	[] \$48950\$48950
Total Payments Listed (column totals added)	
D EEDEDAI SIGNATIIDE	

information may be given as subject to future contingencies. If the

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S.

Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

Issuer (Print or Type)	Signature	Date
Shotgun Solutions, Inc.	I II	11-09-03
Name of Signer (Print or Type)	Title of Signer (Print or	Type)
Judah Epstein	President and CEO	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18
U.S.C. 1001.)

E. STATE SIGNATURE	
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No
See Appendix, Column 5, for state response.	

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature Date 11-09-03	
Shotgun Solutions, Inc.	A A	
Name of Signer (Print or Type)	Title (Print or Type)	
Judah Epstein	President and CEO	مراجع المراجع

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3								
	Intend to to non-acco investors (Part B-li	redited n State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of nount pur (Part	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)					
				Number of Accredited		Number of Non-Accredited					
State	Yes	No		•	Amount	4	Amount	Yes	No		
AL		X	·								
AK		X									
AZ		X									
AR		X									
CA		X									
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VA		X					
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WV		X					
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WY		X					
PR		X					

http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002